

LAXMIPATI ENGINEERING WORKS LIMITED

Date: 13.01.2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001

Scrip ID / Code / ISIN : LAXMIPATI / 537669 / INE920P01019

Subject : Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot (including remote voting)

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') we are submitting herewith the copy of the Postal Ballot notice dated January 10, 2025 ('Postal Ballot Notice') seeking consent of members of the Company by means of Postal Ballot through remote e-voting for the Resolutions as set out in the Notice.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company's Registrar and Share Transfer Agent viz., Bigshare Services Private Limited/Depository(ies)/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date, i.e., Friday, January 10, 2025. The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address. The Company has engaged the services of CDSL for Remote E-voting process.

The following calendar of events in connection with the postal ballot process for seeking consent of members of the Company for the Resolutions as set out in the postal ballot Notice:

Sr. No.	Particulars	Schedule
1	Cut - off Date for identification of voting rights of the members	Friday, January 10, 2025
2	Date and time of commencement of remote e-voting	Tuesday, January 14, 2025 9.00 AM (IST)
3	Date and time of end of remote e-voting	Wednesday, February 12, 2025 5.00 PM (IST)
4	Submission of report by the Scrutinizer	On or before Friday, February 14, 2025

LAXMIPATI ENGINEERING WORKS LIMITED

5	Date of declaration of results of voting	On or before Friday, February 14, 2025
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Kindly take the same on your records.

Yours Faithfully,
For Laxmipati Engineering Works Limited

Rakesh Govindprasad Sarawagi Director
DIN: 00005665

Encl: As above
Place: Surat



LAXMIPATI ENGINEERING WORKS LIMITED

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.

Dear Member(s),

Notice is hereby given that pursuant to the provisions of section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (herein after referred to as "MCA Circulars") and other applicable rules/regulations/guidelines/circulars/notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended are proposed to be passed as Special Resolutions through Postal Ballot, only by way of remote electronic voting (e-voting).

In view of the MCA Circulars, companies can take all decisions requiring the approval of members, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. Further, in compliance of MCA Circulars, Laxmipati Engineering Works Limited (herein after referred to as "the Company") will send Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Registrar and Transfer Agent (herein after referred to as "RTA") of the Company or Depository/Depository Participants. Accordingly, hard copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

Reg. Office: Office Block, First Floor, Pl. No. 237/2 & 3, Sub. Pl. No. A/25, Central Park Soc. GIDC, Pandesara, Surat-394221

E-mail: cs@laxmipatiengineering.com, **Website:** www.laxmipatiengineering.com, **Tel. No.** 0261-2894415

CIN: L35111GJ2012PLC068922

The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The explanatory statement pursuant to Sections 102 and 110 of the Act, pertaining to the said resolutions setting out the material facts concerning each item and the reasons thereof is annexed to this Postal Ballot Notice ("Notice") and forms part of this Notice. The Postal Ballot Notice is also available on the website of the Company at www.laxmipatiengineering.com.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on January 10, 2025, has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot/E-voting process in a fair and transparent manner. The instructions for E-voting are given in notes forming part of this Notice. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, only by way of e-voting, they shall be deemed to have been passed as Special Resolutions at a General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for postal ballot, only by way of e-voting i.e. on Wednesday, February 12, 2025.

Pursuant to Section 108 of the Act, read with Rule 20 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of Central Depository Services Limited for the purpose of providing remote e-voting facility to its members for the Postal Ballot. Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting. The Evoting facility will commence on Tuesday, January 14, 2025, 9:00 a.m. (IST) and will end on Wednesday, February 12, 2025, 5:00 p.m. (IST). E-Voting module will be blocked by CDSL at 5.00 p.m. on Wednesday, February 12, 2025, and voting shall not be allowed beyond the said date and time.

Upon completion of the scrutiny, in a fair and transparent manner, the Scrutinizer will submit their report to the Chairman of the Company or to the Company Secretary or any person authorized by Chairman. The results will be declared on or before Friday, February 14, 2025, and shall be communicated to BSE Limited ("BSE"), where the equity shares of the Company are listed and will also be displayed on the Company's website at www.laxmipatiengineering.com and website of CDSL at www.evotingindia.com The Board of Directors of the Company recommends approval of the members for the Resolutions appended below.

SPECIAL BUSINESS:

ITEM NO. 1:

REGULARISATION OF APPOINTMENT OF MR. ASHOK KESHADEV VARSHNEY (DIN: 02795156) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended and subject to such other laws, rules and regulations as

may be applicable in this regard, and Articles of Association of the Company and the Board of Directors, Mr. Ashok Keshadev Varshney (DIN: 02795156) who was appointed as an Additional Director (Non-Executive Independent) by the Board of Directors of the Company, with effect from January 10, 2025, pursuant to the provisions of section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the SEBI Listing Regulations, approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Ashok Keshadev Varshney as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years starting from January 10, 2025 to January 09, 2030 (both days inclusive).

RESOLVED FURTHER THAT any of the Director or Company Secretary of the company be and is hereby authorised to file requisite forms with the regulatory authorities and do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution."

ITEM NO. 2:

APPROVAL OF SALE OF LEASHOLDLAND OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules thereunder, Regulation 37A and other applicable provisions, if any, of the SEBI (Listing Obligations & Disclosure Requirements), 2015 and other applicable law for the time being in force, and pursuant to the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities, the consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board"), to sell, transfer or otherwise dispose of the Company's immovable leasehold property and other accretions, additions or attachments thereto, as the case may be, in particular the piece and parcel of land having book value of Rs. 1261.36 lacs, situated at Plot No. D-2/3, Industrial phase Dahej-II, within the village limits of Suva at GIDC Industrial Estate Dahej-II, Ta-Vagra, Dist. Bharuch, admeasuring 100000 sq. mtrs with a clear and marketable title free from all encumbrances and claims (hereinafter referred to as "the said property") for the consideration as may be mutually decided by the party to the contract with Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions in respect thereof, determining the effective date, finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment / conveyance and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Gujarat Industrial Development Authority (GIDC), Governmental authorities wherever applicable and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.

RESOLVED FURTHER THAT all actions as and when taken by the Board and by any of the authorised officials of the Company by virtue of the above, in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved and confirmed in all respects.”

Registered Office:

Office Block First Floor Pl. No.237/2 & 3 Sub
Pl.No. A/25 Central Park Soc. G.I.D.C, Pandesara,
Surat-394221, Gujarat, India

Date: January 10, 2025

Place: Surat

By Order of the Board of Directors,
For, **Laxmipati Engineering Works Limited**

Sd/-
Sanjaykumar Govindprasad Sarawagi
Director
DIN: 00005468

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circulars No.14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 8th December, 2021, No. 03/2022 dated 5th May, 2022, No. 10/2022 dated 28th December, 2022, No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Regulation 44 of Listing Regulations and other applicable rules/regulations/guidelines/circulars/notifications (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), that the resolutions appended is proposed to be passed as Special Resolutions through Postal Ballot, only by way of remote electronic voting (e-voting).
2. The Explanatory Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.
3. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of Listing Regulations, the Company is pleased to provide voting by electronic means (“E-Voting”) facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. Voting rights will be reckoned on the paid up value of share registered in the names of members on Friday, January 10, 2025.
4. The Company has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary (Membership No. 6116, CP No. 5985), to act as the Scrutinizer for conducting the postal ballot process, by way of only e-voting, in a fair and transparent manner.
5. In terms of the MCA Circulars, the Postal Ballot Notice is being sent only by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. The members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids by sending an e-mail citing subject line as "Laxmipati Engineering - Postal Ballot- Registration of e-mail Ids" to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at info@bigshareonline.com or to the Company at cs@laxmipatiengineering.com with name of registered member(s), folio number(s)/DP Id/Client Id and no. of equity shares held from the email address they wish to register to enable them to exercise their vote on special business as set out in the Postal Ballot Notice through remote e-voting facility provided by CDSL.
6. The voting rights of member(s) for e-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-voting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Dispatch of Notice shall be deemed to be completed on the day on which the Company sends out the Postal Ballot Notice by e-mail to the members of the Company.

8. A member cannot exercise his / her / its vote by proxy on Postal Ballot / E-Voting.
9. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
10. Resolutions, if approved, by the members by means of Postal Ballot /E-Voting are deemed to have been passed at a General Meeting of the members and the last date of the e- voting shall be the date on which the resolutions shall be deemed to have been passed, if approved by the requisite majority.
11. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Mr. Sanjaykumar Govindprasad Sarawagi, Director at email: cs@laxmipatiengineering.com or for any query / grievance with respect to e-voting, you can write and email to www.evotingindia.com.
12. Voting through Electronic Means ("E-voting"): In compliance with provisions of Section 108 & Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of SEBI Listing Regulations and any other applicable provisions, the Company is pleased to offer remote e-voting facility to its members to cast their vote by electronic means through e-voting platform of CDSL. The E-voting facility is available at www.evotingindia.com.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of CDSL to its Members to exercise their right to vote on the proposed resolutions by electronic means. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (ii) The voting period begins on Tuesday, January 14, 2025 9.00 AM (IST) and ends on Wednesday, February 12, 2025 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Friday, January 10, 2025 may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time. the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Once the vote on a resolution is being casted by the member, he/she shall not be allowed to change it subsequently or cast vote again.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin, The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at

	<p>https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for Laxmipati Engineering Works Limited on which you choose to vote.

- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@laxmipatiengineering.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self

attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT:

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 1 and 2 of the accompanying Notice:

ITEM NO. 1:

REGULARISATION OF APPOINTMENT OF MR. ASHOK KESHADDEV VARSHNEY (DIN: 02795156) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions the and based on the recommendation of Nomination and Remuneration Committee the Board, at its meeting held on January 10, 2025 appointed Mr. Ashok Keshadev Varshney (DIN: 02795156) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years starting from January 10, 2025 to January 09, 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;

In the opinion of the Board, Mr. Ashok Keshadev Varshney fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management.

The Board noted that the background and experience of Mr. Ashok Keshadev Varshney are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

1. He is H.S.C. cleared in 1986, and has over 30 years of experience in management and general finance. He has worked across diverse industries, he is an expert in driving organizational growth, optimizing operations, and ensuring financial sustainability. He has served as a Director for more than 3 years.
2. He has led transformative projects, improved financial performance, and established robust frameworks for long-term success. He has exceptional decision-making skills, that allows him to analyse complex situations and deliver effective, actionable solutions. He has a great ability to align financial objectives with overall business goals, he is a trusted leader in both crisis management and day-to-day operations, while consistently fostering innovation and maintaining integrity within the organizations they serve.

3. Particulars of Mr. Ashok Varshney for regularization of his appointment are attached herewith as annexure to notice.

Accordingly, the Board recommends the Resolution set out at Item No. 1 of this Notice for your approval. None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ashok Keshadev Varshney, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

ITEM NO. 2:

APPROVAL OF SALE OF LEASHOLDLAND OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:

The members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1)(a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year.

The company has been given possession of leasehold land by GIDC, to hold the same as licensee and to run its shipyard business. The shipyard segment of the company has been a non-operative segment. In light of the current situation, the sale of the land would result into disposal of the shipyard segment and may constitute as a sale of an undertaking in terms of Section 180(1)(a) of the Companies Act, 2013.

The object and the commercial rationale of the sale is to withdraw the funds of the company that has been clogged up in the non-operative segment of the company. The proceeds will be used to create liquidity for the Company, reduce its debt exposure and make potential investments in diversified opportunities with short turn around and high return. Moreover, the fresh cash flow would help in strengthening the existing business of the company.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are requested to note that consent of the Board has been sought in its meeting dated January 10, 2025 to sell, transfer or otherwise dispose of the Company's immovable leasehold property having book value of Rs. 1261.36 lacs. Therefore, the approval of members is sought u/s 180(1)(a) of the Companies Act, 2013 and Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by passing special resolution for the same purpose wherein the votes casted by the public shareholders in favour of the resolution should exceed the votes cast by such public shareholders against the resolution.

The Board is of the opinion that the passing of aforesaid Resolution is in the best interest of the Company and hence, recommends the Special Resolution for your approval.

None of the Directors or other key managerial personnel of the Company and their relatives are, in any way, concerned or interested in the Resolution at item no. 2 of the Notice, except to the extent of their shareholding.

ANNEXURE TO NOTICE:**DETAILS OF DIRECTOR SEEKING APPOINTMENT:**

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Companies Secretaries of India)

Mr. Ashok Keshadev Varshney is proposed to be appointed as an Independent Director, not liable to be retired by rotation and as per the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards his details are as under:

Name	Mr. Ashok Keshadev Varshney
DIN	02795156
Date of Birth/ Age	June 09, 1968/ 56 years
Qualification	H.S.C. cleared in 1986
Experience	Over 30 years in managing business affairs
Nature of Experience in specific functional Area	He has proficient knowledge and expertise in the field of finance.
Terms and conditions of appointment	Appointment as Independent Director of the company for a period of 5 consecutive years starting from January 10, 2025 to January 09, 2030 who shall not be liable to retire by rotation (refer Item no. 1 of this Notice read with the explanatory statement thereto)
Remuneration Last drawn	NIL
Remuneration proposed	NIL
Original date of Appointment	January 10, 2025
Disclosure of relationships between directors inter-se	Not related to any of the Directors or Key Managerial Personnel of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years] *	NIL
Chairmanship/ Membership of Committees in other Companies *	NIL
Number of Equity Shares held in the Company, including shareholding as a beneficial owner	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in item no.1 of the Explanatory Statement.

* Committees includes Audit Committee and Stakeholders Relationship Committee

Registered Office:

Office Block First Floor Pl. No.237/2 & 3 Sub Pl.No. A/25 Central Park Soc. G.I.D.C, Pandesara, Surat-394221, Gujarat, India

Date: January 10, 2025

Place: Surat

**By Order of the Board of Directors,
For, Laxmipati Engineering Works Limited**

Sd/-

Sanjaykumar Govindprasad Sarawagi

Director

DIN: 00005468

ELECTRONIC VOTING PARTICULAR

EVSN (ELECTRONIC VOTING SEQUENCE NUMBER)
250111001

E-Voting shall start on Tuesday, January 14, 2025, (9.00 a.m.) and will be open till Wednesday, February 12, 2025 till the close of working hours (i.e. 5.00 p.m.).